

**EXHIBIT A**

**FORM OF PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re	)	Chapter 11
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Case No. 12-12020-MG
	)	(Jointly Administered)
Debtors.	)	
_____	)	

**ORDER GRANTING MOTION OF AD HOC GROUP FOR AUTHORITY TO FILE  
OBJECTION TO RMBS TRUST SETTLEMENT MOTION AND CERTAIN  
SUPPORTING EXHIBITS UNDER SEAL**

Upon the motion dated February 1, 2013 (the “Motion”) of the Ad Hoc Group of Junior Secured Noteholders (the “Ad Hoc Group”) <sup>1</sup> pursuant to Section 107(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Case Management Order <sup>2</sup> for authority (i) to file in partially redacted form the Ad Hoc Group’s objection to the Debtors’ motion for approval of the RMBS Trust Settlement <sup>3</sup> (the “Objection”) and certain exhibits to the Declaration of Harrison Denman in Support of the Objection (the “Denman Declaration”), and (ii) to file unredacted copies under seal; and it appearing that the Court has jurisdiction over this matter; and it appearing that notice of the Motion as set forth therein is sufficient, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of

<sup>1</sup> The Ad Hoc Group is comprised of certain holders of 9.625% Junior Secured Guaranteed Notes due 2015 (the “Junior Secured Noteholders”) issued under that certain Indenture dated as of June 6, 2008.

<sup>2</sup> Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [ECF No. 141] (the “Case Management Order”).

<sup>3</sup> Capitalized terms not otherwise used herein shall have the meanings ascribed to such terms in the Motion.

the Debtors and their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Ad Hoc Group is authorized to file in partially redacted form the Objection and certain exhibits to the Denman Declaration; and it is further

ORDERED that the Ad Hoc Group is authorized to file unredacted copies under seal; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

ORDERED that this Order is without prejudice to the rights of any party in interest, including the United States Trustee for Region 2, to seek to unseal the Objection or any part of it.

Dated: February \_\_, 2013

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE